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PROPOSED ATTORNEYS FOR DEBTORS
AND DEBTORS IN POSSESSION

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

In re:	)	Chapter 11 Case
)	
AMSCO STEEL COMPANY, L.L.C.,	)	Case No. 15-43239-rfn11
PYNDUS STEEL & ALUMINUM CO., INC.,	)	Case No. 15-43240-dml11
	)	(Motion for Joint Administration Pending)
Debtors.	)	Emergency Hearing Requested

**MOTION OF AMSCO STEEL COMPANY, L.L.C. AND PYNDUS STEEL & ALUMINUM CO.,
INC. PURSUANT TO RULE 1015(b) OF THE FEDERAL RULES OF BANKRUPTCY
PROCEDURE AND N.D. TEX. L.B.R. 1015-1 FOR AN ORDER DIRECTING JOINT
ADMINISTRATION**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

COME NOW AMSCO Steel Company, L.L.C. ("AMSCO") and Pyndus Steel & Aluminum Co., Inc. ("Pyndus" and, together with AMSCO, the "Debtors"), as debtors in possession, and file this Motion Pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and N.D. Tex. L.B.R. 1015-1 for an Order Directing Joint Administration (the "Motion"). In support thereof, the Debtors respectfully state as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

BACKGROUND AND EVENTS LEADING TO BANKRUPTCY

2. On August 10, 2015 (the "Petition Date"), the Debtors commenced with this Court voluntary cases under chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"). Pursuant to sections 1107(a) and 1108 of the Bankruptcy Code, the Debtors continue to operate their businesses and manage their property as debtors in possession.

3. AMSCO was formed in 1952 and is located in Fort Worth, Texas. Pyndus is a wholly owned subsidiary of AMSCO and operates out of a facility in San Antonio, Texas. The Debtors are suppliers and processors of steel products for a wide variety of customers throughout the United States and Mexico. The industries served by the Debtors include energy, industrial, HVAC, commercial and residential construction, original equipment manufacturers, precision sheet metal, metal stamping, distributors and warehousing. The products offered by the Debtors to their customers include the following varieties of steel: hot-rolled, cold-rolled, pickled and oiled, galvanized, galvannealed, galvalume and electro-galvanized. The Debtors possess the capability to decoil, slit, cut to length, edge condition, and shear and brake steel to customized specifications for its customers.

4. As a result of the economic downturn, beginning in 2009 the Debtors began experiencing liquidity issues. The Debtors were able to stabilize operations, but continued to experience liquidity issues. The Debtors defaulted on certain obligations allegedly owing to their lender Marquette Business Credit SPE I, L.L.C. ("Marquette"). A forbearance agreement between the Debtors and Marquette was previously entered into, but has terminated and not been extended.

5. The Debtors diligently attempted to locate strategic and/or financial lending sources and/or buyers for their businesses in order to solve the liquidity problems. Although the Debtors engaged Headwaters MB pre-petition as financial advisors to assist in these efforts, which efforts continue today, the Debtors ultimately determined that they are unable to meet their liquidity needs to continue operating indefinitely. The Debtors therefore concluded that

commencement of these cases and operation of the businesses as debtors-in-possession under the protection of the Bankruptcy Code is in the best interests of the Debtors, their creditors and other stakeholders.

6. No creditors' committee has been appointed in these cases by the United States Trustee. Further, no trustee or examiner has been requested or appointed in these chapter 11 cases.

RELIEF REQUESTED

7. By this Motion, the Debtors seek, pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and N.D. Tex. L.B.R. 1015-1, the joint administration of their chapter 11 cases for procedural purposes only.

BASIS FOR RELIEF

8. Bankruptcy Rule 1015(b) provides, in relevant part:

If a joint petition or two or more petitions are pending in the same court by or against ... a debtor and an affiliate, the court may order a joint administration of the estates.

FED. R. BANKR. P. 1015(b). The Debtors are "affiliates" as that term is defined in section 101(2) of the Bankruptcy Code. Accordingly, this Court is authorized to grant the relief requested herein. Further, the Courts in this Division have previously granted similar relief. See, e.g., *In re Heartland Automotive Holdings, Inc., et al.*, Case No. 08-40047 (Bankr. N.D. Tex. January 9, 2008); *In re Pilgrims Pride Corporation, et al.*; Case No. 08-45664 (Bankr. N.D. Tex. December 3, 2008); and *In re Mirant Corp., et al.*, Case No. 03-46590 (Bankr. N.D. Tex. July 16, 2003); *In re Kitty Hawk, Inc., et al.*, Case No. 07-44536 (Bankr. N.D. Tex. Oct. 17, 2007).

9. Joint administration of the Debtors' chapter 11 cases will expedite the administration of these cases and reduce administrative expenses without prejudicing any creditor's substantive rights. For example, joint administration will permit the Clerk of the Court to utilize a single general docket for these cases and combine notices to creditors of the Debtors' respective estates and other parties in interest. The Debtors anticipate that numerous

notices, applications, motions, other pleadings and orders in these cases will affect both of the Debtors. Joint administration will permit counsel for all parties in interest to include the Debtors' respective cases in a single caption on the documents that will be filed and served in these cases. Joint administration also will enable parties in interest in each of the above-captioned chapter 11 cases to be apprised of the various matters before the Court in both of these cases.

10. Because these cases involve separate Debtors with numerous potential creditors, the entry of an order of joint administration will: (a) significantly reduce the volume of paper that otherwise would be filed with the Clerk of this Court; (b) simplify for the Office of the United States Trustee the supervision of the administrative aspects of these chapter 11 cases; (c) render the completion of various administrative tasks less costly; and (d) minimize the number of unnecessary delays associated with the administration of separate chapter 11 cases. Additionally, because this is not a motion for the substantive consolidation of the Debtors' estates, the rights of parties in interest will not be prejudiced by the proposed joint administration of these cases because each creditor may still file its claim against a particular estate. In fact, the rights of all creditors will be enhanced by the reduction in costs resulting from the joint administration.

11. The Debtors submit that joint administration of the above-captioned cases is in their best interest, as well as those of their respective estates, creditors and other parties in interest.

NOTICE

12. Notice of this Motion has been provided to (a) the office of the United States Trustee for the Northern District of Texas; (b) Marquette; (c) the holders of the twenty (20) largest unsecured claims against both of the Debtors; and (d) certain other creditors, counsel and/or parties-in-interest; all as set forth in the below Certificate of Service. The Debtors submit that no further notice need be provided.

CONCLUSION

WHEREFORE, the Debtors respectfully request (i) entry of the order, substantially in the form of **Exhibit "1"** attached hereto, directing the joint administration of their respective chapter 11 cases, (ii) approving and adopting the proposed form of caption set forth in **Exhibit "A"** to the proposed order, and (iii) granting the debtors such other and further relief as is just and proper.

Dated: August 10, 2015.

Respectfully submitted,

/s/ J. Robert Forshey
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State Bar No. 24037008
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PROPOSED ATTORNEYS FOR DEBTORS
AND DEBTORS IN POSSESSION

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing document was served upon the parties listed on the attached service list via ECF electronic Notice, if available, on August 10, 2015 or via United States Mail, first class postage prepaid on August 11, 2015. I further certify that a true and correct copy of the foregoing document was additionally served via email upon the parties listed below at the email addresses indicated below on August 10, 2015:

Marquette Business Credit SPE I, LLC
c/o Lynnette R. Warman
Culhane Meadows PLLC
100 Crescent Court, Suite 700
Dallas, TX 75201
lwarman@culhanemeadows.com

United States Trustee
Attn: Elizabeth Ziegler, Trial Attorney
Attn: Meredyth Kippes, Trial Attorney
1100 Commerce Street, Room 976
Dallas, TX 75242
elizabeth.ziegler@usdoj.gov
meredyth.a.kippes@usdoj.gov

/s/ J. Robert Forshey
J. Robert Forshey

Service List

AMSCO Steel/Pyndus Steel
#5762

AMSCO Steel Company, LLC
Attn: Stephen S. Sikes
3430 McCart Street
Fort Worth, TX 76110

Pyndus Steel & Aluminum Co., Inc.
Attn: Stephen S. Sikes
2707 Castroville Road
San Antonio, TX 78237

United States Trustee
Attn: Elizabeth Ziegler, Trial Attorney
Attn: Meredyth Kippes, Trial Attorney
1100 Commerce Street, Room 976
Dallas, TX 75242

Idealease Services, Inc.
430 N Rand Rd.
Barrington, IL 60010

Southwest Idealease
3722 Irving Blvd.
Dallas, TX 75247

Aaron Smith
167 Deer Creek Dr.
Aledo, TX 76008

ACS Hydraulics
1101 Stanley Dr.
Euless, TX 76040

ADT Security Services
PO Box 371878
Pittsburgh, PA 15250

Advance Steel Co.
16250 Northland Dr., #325
Southfield, MI 48075

Aflac
1932 Wynnton Rd.
Columbus, GA 31999-0001

Ahmsa International Inc.
5150 N. Loop 1604 W
San Antonio, TX 78249

Alamo Iron Works, Inc.
PO Box 231
San Antonio, TX 78291-0231

Allied Electronics Inc.
Accounts Receivable Dept.
7151 Jack Newell Blvd. S.
Fort Worth, TX 76118

AM/NS Calvert LLC
PO Box 538304
Atlanta, GA 30353

American Drive Train Repair
PO Box 161427
Fort Worth, TX 76161

American Express
PO Box 650448
Dallas, TX 75265

Ameritas Life Insurance Corp.
PO Box 81889
Lincoln, NE 68501

Andeler Corporation
PO Box 204365
Dallas, TX 75320

Angelo Feed & Supply Mill
Palmer Feed & Supply
316 Martin Luther King Blvd.
San Angelo, TX 76903

Aramark
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Dallas, TX 75373

ASKO, Inc.
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Cleveland, OH 44193

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PO Box 5001
North Suburban, IL 60197

AT&T
PO Box 5017
Carol Stream, IL 60197

AT&T
PO Box 5017
North Suburban, IL 60197

AT&T
PO Box 5019
Carol Stream, IL 60197

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PO Box 5019
North Suburban, IL 60197

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AT&T
PO Box 105414
Atlanta, GA 30348

AT&T Mobility
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Carol Stream, IL 60197

AT&T Mobility
PO Box 6463
North Suburban, IL 60197

AT&T Mobility
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Atlanta, GA 30353

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Dallas, TX 75284-1425

Batteries Plus #154
5825 Camp Bowie Blvd.
Fort Worth, TX 76107

Bear Transportation Services
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Dallas, TX 75267

Bearing Chain & Supply Inc.
3244 Gardenbrook Dr.
Farmers Branch, TX 75234

Bekker Electric, Inc.
PO Box 11021
Fort Worth, TX 76110

BNSF Railway Company
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Chicago, IL 60675

Bobby Dodd
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Fort Worth, TX 76107

Bourland Wall & Wenzel P.C.
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Fort Worth, TX 76102

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Business Automation Inc.
1544 W. Yale Ave.
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Los Angeles, CA 90084-0096

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American Funds: Finance & Acct.
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CCE Inc.
10741 Tube Dr.
Hurst, TX 76053

Chemsearch
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Cher A. Bumps Inc.
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Cockrell Printing Company
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Fort Worth, TX 76101

Cody Redden
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Lipan, TX 76462

Coilplus, Inc.
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Rosemont, IL 60018

Concord Supply Inc.
9594 S. Presa
San Antonio, TX 78223-5030

Conner Industries, Inc.
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Conseco Life Insurance Co.
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Continuum Retail Energy Services
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Coutinho & Ferrostaal Inc.
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Cressaty Metals, Inc.
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Fort Worth, TX 76101

Fort Worth Water Department
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Horwood Ranch Company, Inc.
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Dallas, TX 75312-2037

Hudson Energy
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J. P. Bowlin Co., Inc.
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Fort Worth, TX 76121-3500

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Jesse P. Taylor Oil Co.
3701 N. Sylvania
Fort Worth, TX 76137

Kane Steel & Iron, LLC
PO Box 381985
Birmingham, AL 35238-1985

Kinder Morgan TX Terminals
Dept. 3017
PO Box 201607
Dallas, TX 75320-1607

Lone Star Machine Works, Inc.
1608 Bruce Way
Seagoville, TX 75159

Luiz Toledo, MD
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Newport Beach, CA 92660

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Metallia U.S.A. LLC
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Fort Lee, NJ 07024

Metro Business Products
2694 Gravel Dr.
Fort Worth, TX 76118

Metroplex Filter Services
PO Box 185487
Fort Worth, TX 76181

Minmetals, Inc.
1200 Harbor Blvd., Floor 8
Weehawken, NJ 07086

Motion Industries, Inc.
PO Box 849737
Dallas, TX 75284-9737

M.S. Air Inc.
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Rusco Packaging, Inc.
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S&P Steel Products, Inc.
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Samuel, Son & Co., Inc.
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SPS Family Partnership, Ltd.
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The Whitney Smith Company, Inc.
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Tindall Record Storage
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Denver, CO 80256

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Long Beach, CA 90802

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Willbanks Metals Inc.
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Worldwide Express
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Bedford, TX 76095

W.W. Grainger, Inc.
Dept. 802324723
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Kansas City, MO 64141

Penske Truck Leasing Co.
PO Box 802577
Chicago, IL 60680-2577

Santex International Truck
PO Box 20007
San Antonio, TX 78220

ABC Supply Co., Inc.
One ABC Parkway
Beloit, WI 53511

Ace Industries, Inc.
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Norcross, GA 30093

Airgas USA, LLC
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Alamo City Truck Service
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Alamo Xtreme A/C & Heating LLC
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Arnold Oil Equipment Co. of SA
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Dallas, TX 75303

Chamberlin-Austin Ltd.
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Austin, TX 78754

Chem Link Products LLC
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Chicago, IL 60677

Cintas Corporation
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Chicago, IL 60680

Cintas First Aid & Safety
Cintas Fax Lockbox 636525
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Cobb Time Equipment
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De Lage Landen
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Delta – T
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San Antonio, TX 78217

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Dallas, TX 75320-9004

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Fiesta Bolt Company Inc.
PO Box 830625
San Antonio, TX 78283

Grabber Construction
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Guardian
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Philadelphia, PA 19182

Home Depot
Dept. 32-2006135341
PO Box 183175
Columbus, OH 43218

Indeco Products Inc.
PO Box 865
San Marcos, TX 78667

Inter Wrap Corp.
PO Box 280
Sumas, WA 98295

Irma Z. Ramirez
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San Antonio, TX 78207

ITW Brands
PO Box 75479
Chicago, IL 60675

Kenwood Painted Metals Inc.
20200 Governors Dr., Suite 202
Olympia Fields, IL 60461

Lone Star Fire & First Aid
449 Culebra Rd.
San Antonio, TX 78201

McElroy Metal Inc.
PO Box 1148
Shreveport, LA 71163

Metropolitan Telecommunications
PO Box 9660
Manchester, NH 03108

MFM Building Products Corp.
PO Box 340
Coshocton, OH 43812

Occupational Health Centers
PO Box 9005
Addison, TX 75001

Office Depot
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PO Box 689020
Des Moines, IA 50368

O'Reilly Automotive Inc.
PO Box 9464
Springfield, MO 65801

OTP Industrial Solutions
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Cleveland, OH 44193

Pack-Mark Inc.
1375 E Bitters Rd.
San Antonio, TX 78216

Pack-Mark Shipping Supplies
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San Antonio, TX 78216

Pitney Bowes Credit Corp.
PO Box 371887
Pittsburgh, PA 15250-7887

Red Wing Shoe Store
7105 San Pedro
San Antonio, TX 78216

RH Tamlyn & Sons LP
13623 Pike Rd.
Stafford, TX 77477

San Antonio Water System
PO Box 2990
San Antonio, TX 78229

Sealtite Building Fastener
PO Box 4515
Tyler, TX 75712

Specialty Rolled Metals
6377 Windfern
Houston, TX 77040

Springboard Enterprises LLC
14519 Lindale Rose Lane
Humble, TX 77396

Staples Business Advantage
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Stuart's Sheet Metal Inc.
9623 Beck Circle
Austin, TX 78758

Swisher Hygiene Franchise Trust
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Time Warner Cable
Business Services
PO Box 60074
City of Industry, CA 91716

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Houston, TX 77226

Tyco Integrated Security LLC
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Pittsburgh, PA 15250

Unimet Metal Supply Inc.
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Uresti Electric
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Vestal Manufacturing
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Victory White Metal Co.
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Cleveland, OH 44127

W R Grace & Company
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Chicago, IL 60693

Westel
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Austin, TX 78720

Western States Fire Protection Co.
13122 Lockout Way
San Antonio, TX 78233

White Star Steel, Inc.
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Houston, TX 77220

Woody Butts
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Arlington, TX 76011

EXHIBIT “1”

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

In re:	)	Chapter 11 Cases
)	
AMSCO STEEL COMPANY, L.L.C.,	)	Case No. 15-43239-rfn11
PYNDUS STEEL & ALUMINUM CO., INC.,	)	Case No. 15-43240-dml11
)	
Debtors.	)	Jointly Administered Under
	)	Case No. 15-43239-rfn11

**ORDER REGARDING FILING OF PLEADINGS AND
DIRECTING JOINT ADMINISTRATION OF CASES**

Came on for consideration the Motion of AMSCO Steel Company, L.L.C. and Pyndus Steel & Aluminum Co., Inc. Pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and N.D. Tex. L.B.R. 1015-1 for an Order Directing Joint Administration (the "Motion"). The Court, having considered the matter of administering the above-captioned cases, makes these findings of facts and conclusions of law. This Court has jurisdiction over the subject matter pursuant to 28 U.S.C. §§ 1334 and 157, and 11 U.S.C. § 105. All parties-in-interest were provided adequate notice and opportunity for hearing. Joint administration of the Debtors' cases is appropriate pursuant to Rule 1015(b) and (c) of the Federal Rules of

Bankruptcy Procedure. An order of joint administration would serve judicial economy. It is in the best interests of and without prejudice to the rights of the Debtors' estates, creditors, and other parties-in-interest. It is hereby:

ORDERED that the Motion is hereby **GRANTED**; and it is further

ORDERED that capitalized terms not defined herein shall have the meanings attributed to such terms in the Motion; and it is further

ORDERED that the above-captioned cases be and hereby are, jointly administrated by this Court for procedural purposes only and nothing contained herein shall constitute a substantive consolidation of the Debtors' estates; and it is further

ORDERED that all orders, pleadings, papers and documents, except proofs of claim, shall be filed and docketed in case number 15-43239-rfn11 (the "Lead Case"); and it is further

ORDERED that in the event these cases have been assigned to separate judges, the case not assigned to the judge of the Lead Case shall be transferred to the judge of the Lead Case; and it is further

ORDERED that all proofs of claim shall be filed and docketed under the case number representing the estate in which the claim is made, and a creditor of both estates shall file and docket a proof of claim in both cases, with each proof of claim filed only in the amount which the creditor may claim against that estate; and it is further

ORDERED that all pleadings, papers, and documents, except proofs of claim, filed in the jointly administered cases shall bear the caption of the jointly administered cases as shown in **Exhibit "A"** attached hereto; and it is further

ORDERED that if pleadings, papers, and documents have been filed in the case that is not the Lead Case prior to the entry of this Order, and those matters have not yet been heard and decided, the party who filed the pleading, paper, or document shall (a) re-file that pleading, paper, or document in the Lead Case within three (3) business days of the entry of this Order,

(b) set any hearing on the pleading, paper, or document before the judge assigned to the Lead Case, and (c) notice the hearing to all appropriate parties; and it is further

ORDERED that counsel for the Debtors shall serve a copy of this Order on the United States Trustee, all known creditors, persons filing Notices of Appearance, and other known parties-in-interest, and shall file a certificate of service with the Clerk of the Court; and it is further

ORDERED that counsel for the Debtors shall file with the Clerk of the Court in case number 15-43239-rfn11 a master service list of all known creditors, persons filing Notices of Appearance, and all known parties-in-interest in the jointly administered cases in the form prescribed by N.D. Tex. L.B.R. 1007-1.

###End of Order###

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EXHIBIT "A"

In re:)	Chapter 11 Cases
)	
AMSCO STEEL COMPANY, L.L.C.,)	Case No. 15-43239-rfn11
PYNDUS STEEL & ALUMINUM CO., INC.,	)	Case No. 15-43240-dml11
)	
Debtors.	)	Jointly Administered Under
	)	Case No. 15-43239-rfn11